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OFFICE OF THE  
EXECUTIVE SECRETARY

April 2, 2001

**BY HAND**

David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243

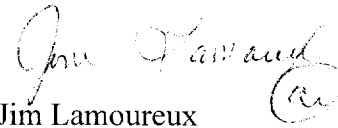
Re: AT&T's Acquisition of the Assets of NorthPoint Communications  
Docket No. 01-00299

Dear Mr. Waddell:

Enclosed please find the original and thirteen (13) copies of AT&T's Application for Approval of the Acquisition of the Assets of Northpoint Communications, Inc. Thank you for your assistance in this matter.

If you have any questions, please do not hesitate to call me.

Sincerely,

  
Jim Lamoureux

Enclosure

POSTED  
04/03/01

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**IN RE:**

**AT&T's Acquisition of the Assets  
of NorthPoint Communications**

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**Docket No. \_\_\_\_\_**

**AT&T'S APPLICATION FOR APPROVAL OF THE  
ACQUISITION OF THE ASSETS OF NORTHPOINT COMMUNICATIONS**

Pursuant to Tenn. Code Annotated § 65-4-112, AT&T Communications of the South Central States, Inc. ("AT&T") submits this application for approval from the Tennessee Regulatory Authority (the "Authority") of AT&T's acquisition of the assets of NorthPoint Communications, Inc. ("NorthPoint"). It is not clear that approval of this transaction is required under T.C.A. § 65-4-112. AT&T Corporation is purchasing property from NorthPoint, rather than "leasing, merging, or consolidating" property with NorthPoint. Nonetheless, in support of its Application, AT&T states as follows:

1. AT&T Communications of the South Central States, Inc. ("AT&T") is a Delaware corporation, authorized to do business in Tennessee, holding certificates of public convenience and necessity to operate in Tennessee intrastate commerce as both an interexchange carrier and as a competing telecommunications service provider.
2. NorthPoint was certified by the Authority as a CLEC to provide local telecommunications services in Tennessee on July 19, 2000 in Docket No. 00-00049.
3. NorthPoint filed for Chapter 11 bankruptcy protection on January 16, 2001. While NorthPoint is certificated as a CLEC or its equivalent in many states, NorthPoint does not provide dial tone voice service to consumers. Its business is high

speed Digital Subscriber Line (“DSL”) data service previously determined by the Federal Communications Commission to be an interstate special access service.

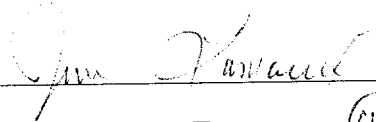
4. NorthPoint is operating under Chapter 11 of the United States Bankruptcy Code, subject to the jurisdiction of the United States Bankruptcy Court for the Northern District of California (the “Bankruptcy Court”), Case No. 01-30127.

5. On Thursday, March 22, 2001, the Bankruptcy Court approved the sale of NorthPoint assets to AT&T after AT&T emerged as the successful bidder in a Bankruptcy Court auction of selected assets of NorthPoint. The assets to be purchased include collocation space, Operating Support Systems and various DSL equipment (DSLAMs, frames, cages, etc.) in Tennessee and other states. AT&T anticipates that the asset purchase will close within sixty days. Accordingly, AT&T Corp. respectfully requests that the Commission expedite this application for the acquisition of NorthPoint’s assets.

6. NorthPoint has no retail customers; its only customers are businesses that resell NorthPoint DSL services. Within minutes of the decision by the United States Bankruptcy Court, we understand that NorthPoint began making a good faith effort to notify all of its customers that their service is being terminated, and has provided them with as much information as it has concerning alternative DSL service providers. We also are advised that except to the extent necessary to wind down the business in accordance with federal bankruptcy court's forthcoming order, NorthPoint will cease all operations.

WHEREFORE, AT&T respectfully requests that the Commission grant its Application for Approval of its acquisition of the assets of NorthPoint on an expedited basis.

Respectfully submitted this 2nd day of April, 2001.

  
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